

Clwyd Mountaineering Club Constitution

1. Name

The Name of the Club shall be Clwyd Mountaineering Club.

2. Objectives of the club

- a) To promote the interests of climbing and mountaineering amongst members of the Club.
- b) To provide an opportunity for members of the Club to meet and participate in climbing and mountaineering activities together.
- c) To act on behalf of and in the interests of Club members in accordance with the constitution.
- d) To promote awareness of the need to maintain access, conservation and protection of the cliff and mountain environment.
- e) To take part in the work and activities of the British Mountaineering Council (BMC).

3. Membership

Membership of The Club shall be open to all persons interested in mountaineering, provided that they have made such an application to join to the Honorary Secretary. At the discretion of the Executive Committee, any particular application for membership may be refused. Membership of the Club shall only be open to individuals who recognise that climbing and mountaineering are activities with a danger of personal injury or death. Members shall be aware of and accept these risks and agree to be responsible for their own actions and involvement. No person under 18 may be an individual member of the Club, but can be family members if their parents hold family membership. (Persons over 16 but under 18 may become members providing their parents/guardians sign the waiver on the application form).

4. Officers & Trustees

The Officers of the Club shall be:

- 1) Chairman
- 2) Vice Chairman
- 3) Honorary Secretary
- 4) Entertainments Officer
- 5) Honorary Treasurer
- 6) Journal Editor
- 7) BMC Cymru Representative & Conservation Officer
- 8) Membership Secretary

The Chairman, Honorary Secretary & Treasurer shall be the trustees of the Club.

The signatures of any 2 of the 3 trustees shall be acceptable on cheques, documents etc. The officers shall hold office for one year, at the end of which they shall be eligible for re-election. The Vice Chairman shall be automatically nominated, with his/her agreement, for the post of Chairman.

5. Executive Committee

The management of the affairs of The Club shall be vested in the Executive Committee, which shall consist of the officers, and not more than 2 other members co-opted by them. Co-opted members have a vote on the committee. Members can only be co-opted until the next AGM at which time the AGM must ratify their position on the committee. A member who is not ratified may not be re-co-opted on to the committee in the absence of endorsement from an AGM.

6. Quorum

A quorum for a General Meeting shall be 15% of the current membership of the Club subject or 15 members, whichever is larger. This quorum shall not include proxy votes. For Executive Committee meetings the quorum shall be 4 members.

7. Election of Officers

- a) Invitations for nominations (except Vice Chairman considered under Item 4) for the election of Officers shall be circulated with the notice calling for the Annual General Meeting (AGM).
- b) Paid-up members may make nominations for election to all or any of the Club posts.
- c) In the event of there being more than one nomination for any one post, election shall be by secret ballot of the votes of the members present.
- d) In the event of a tie in such an election, the Chairman shall have the casting vote.
- e) Unless they do not wish to stand for re-election, the existing Officers shall be deemed to be automatically nominated.

8. Annual General Meeting

The AGM shall be held within 3 months of the end of each Financial Year.

9. Auditor

The auditor may not be a member of the Executive Committee. The auditor need not be a member of the club and shall be eligible for reappointment.

10. Extraordinary General Meeting

The Executive Committee shall have the power to summon an Extraordinary General Meeting (EGM). The Executive Committee shall summon an EGM if requested to in writing by 5 or more members.

11. Voting

Each member of the club shall be entitled to a single vote on any matter which is discussed at the AGM or an EGM. Any member who is not able to attend a meeting may appoint the Chairman of the meeting as their proxy. In this case the member shall send a signed letter, stating Membership number, indicating how they wish their vote to be cast, via post, to the Secretary. This shall arrive no less than 3 days before the meeting. The vote shall be included in any count made by the Chairman, but shall not apply to motions which are amended at the meeting. If a member who has posted a proxy vote attends a meeting, the proxy vote will be discounted, and the member will be able to vote.

12. Notice of Meetings

a) Formal notice of the date on which it is proposed to hold the AGM shall be given to all members (in the Journal or otherwise) not less than 2 months before the proposed date.

b) At least 10 days notice shall be given of a General Meeting of the Club, and such notice shall specify the business to be transacted.

c) Motions not on the agenda may be discussed only if the Chairman so permits. Written notification of motions for inclusion on the agenda must reach the honorary secretary at least 14 days before the meeting

d) The Honorary Secretary of an Executive Committee Meeting shall give at least 7 days notice to all members of the Executive Committee. The Trustees shall have the power to summon an Emergency Executive Committee Meeting, for which the Honorary Secretary shall give notice to all members of the Executive Committee.

13. The Chair

In the absence of the Chairman or Vice Chairman, the Executive Committee shall elect a member for the post for that meeting only.

14. Expulsion of Members

Any complaint by one member against another must be in writing and addressed to the Honorary Secretary. If, in the opinion of the Committee, the alleged misconduct appears to have been prejudicial to the interests of the Club and/or its members, the Honorary Secretary shall, by letter, request an explanation from the member complained against. If no explanation acceptable to the Committee is received by the Honorary Secretary within a reasonable time, then the Committee shall have the power to take any disciplinary action which it considers appropriate, including expulsion from the Club and without rebate of subscription. In serious cases, where it seems essential to take immediate action, the Officers shall consult among themselves to decide on the interim action to be taken pending the next Committee Meeting at which the matter will be determined. A member is entitled to appeal against the decision to expel them. The committee's decision will be reviewed by five club members of at least five years' standing who are not current committee members and who will have access to all relevant correspondence and other documentation. Their decision will be final.

15. Subscriptions

a) Annual subscription Rates for members shall be approved at an AGM of The Club, and shall be payable on January 1st each year. Membership Fees are waived for Executive Committee Members, and they shall also receive reasonable out-of-pocket expenses to cover club business e.g. stationery and telephone calls.

b) Members who have not renewed their memberships 2 months after the end of the club year (February 28th) shall be liable to pay the new member administration fee in order to rejoin.

c) Members joining after 1st October, but before January 1st in any year should not pay further subscriptions until January 1st in the following year. The membership fee includes the BMC affiliation Fee.

16. Club Rules

The Executive Committee shall have the power to make, amend or rescind any internal rules that they deem necessary for the efficient functioning of The Club, providing they are submitted for confirmation at the next AGM of the Club. A copy of the club rules shall be given to all members when joining the Club, and subsequently if amended by the Executive Committee.

17. Alterations to the Constitution

The Constitution shall only be amended at an AGM or EGM of the Club. Amendments must be voted for by a two thirds majority of those present at the meeting. Notice of any amendment must be delivered to the Secretary at least one month prior to the AGM or EGM and notified to members at least 3 weeks before the AGM or EGM.

18. Club Year & Accounts

The Club Year shall be deemed to begin on 1st January, and the Honorary Treasurer shall submit his or her report, together with an audited statement of the accounts to the following AGM.

19. Property

The care of the property of the Club shall be vested in the Trustees, and the pool of equipment can be expanded at the discretion of the Executive Committee. If, at any time, a majority of members decided to dissolve The Club, all assets shall be realized and divided equally among the members.

20. Issuing of Constitution

A copy of The Constitution shall be given to all Members on joining, and subsequently if amended.

21. BMC Affiliation

Whilst the Club is affiliated to the BMC, members acknowledge and agree that they will become Club Members of the BMC and that the club shall pay the appropriate subscription on behalf of each Member included in the return filed by the Club with the BMC, and, in the event of the BMC being wound up, shall pay the sum of not more than £1 on behalf of each member included in a return filed by the Club with the BMC at any time within the preceding period of one year pursuant to the guarantee comprised in clause 6 of the Memorandum of Association of the BMC. The members further acknowledge and agree that upon the club being affiliated to the BMC and each becoming a club member of the BMC that they will each be bound by the Memorandum and Articles of Association of the BMC.

22. Dissolution of the Club

The Club can be dissolved by a two thirds majority vote carried out in accordance with Article 9 whereupon the Committee will arrange to discharge any assets equally amongst the Members (*or donated to Charity, Mountain Rescue etc.*). Any liabilities at the time of dissolution shall be the joint responsibility of all Members.

Amended February 2012